

CHAPMAN AND CUTLER

Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080

TWX 910-221-2103 Telex 206281

FAX (312) 701-2361

Telephone (312) 845-3000

2 North Central Avenue
Phoenix, Arizona 85004
(602) 256-4060

50 South Main Street
Salt Lake City, Utah 84144
(801) 533-0066

April 1, 1998

RECORDATION NO. 21304

APR 1 '98

12-30PM

RECORDATION NO. 21304-A, B

APR 1 '98

12-30PM

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20423-0001

Re: Ohio Power Company
Leveraged Lease Financing of Railroad Rolling Stock

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two copies of each of the two primary documents described below and the secondary document described below. As an attorney representing one of the parties in this transaction, I have knowledge of the matters described in this letter.

The primary documents are as follows:

- (1) Memorandum of Lease, dated as of April 1, 1998, between Wilmington Trust Company, as Lessor (the "Lessor"), and Ohio Power Company, as Lessee (the "Lessee"); and
- A → (2) Memorandum of Indenture, dated as of April 1, 1998, between United of Omaha Life Insurance Company, as Certificateholder (the "Certificateholder"), and Wilmington Trust Company, as Lessor (the "Lessor").

The secondary document is as follows:

- (1) Memorandum of Lease Supplement No. 1, dated April 1, 1998, between the Lessor and the Lessee.

The primary document to which the Memorandum of Lease Supplement No. 1 is connected is the Memorandum of Lease referred to above, which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed documents are as follows:

CHAPMAN AND CUTLER

MEMORANDUM OF LEASE

Lessor: Wilmington Trust Company
Rodney Square North
110 North Market Street
Wilmington, DE 19890-0001

Lessee: Ohio Power Company
c/o American Electric Power Service
Corporation
1 Riverside Plaza
Columbus, Ohio 43215

MEMORANDUM OF INDENTURE

Certificateholder: United of Omaha Life Insurance Company
Mutual of Omaha Plaza
Omaha, NE 68175

Lessor: Wilmington Trust Company
Rodney Square North
110 North Market Street
Wilmington, DE 19890-0001

MEMORANDUM OF LEASE SUPPLEMENT NO. 1

Lessor: Wilmington Trust Company
Rodney Square North
110 North Market Street
Wilmington, DE 19890-0001

Lessee: Ohio Power Company
c/o American Electric Power Service
Corporation
1 Riverside Plaza
Columbus, Ohio 43215

CHAPMAN AND CUTLER

The description of the Equipment covered as of the date hereof by the aforesaid Memorandum of Lease, Memorandum of Indenture, and Memorandum of Lease Supplement No. 1 is as set forth on Exhibit A hereto.

A fee of seventy-eight dollars (\$78.00) is enclosed. Please time and date stamp the enclosed copy of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Board for recordation to:

David S. Golden, Esq.
Chapman and Cutler
111 West Monroe
Chicago, Illinois 60603

A short summary of each of the documents to appear in the index follows:

(1) MEMORANDUM OF LEASE:

Memorandum of Lease between Wilmington Trust Company, as Lessor, Rodney Square North, 110 North Market Street, Wilmington, DE 19890-001 and Ohio Power Company, as Lessee, c/o American Electric Power Service Corporation, 1 Riverside Plaza, Columbus, Ohio 43215, dated as of April 1, 1998, covering the new railroad rolling stock bearing the road numbers listed in the exhibit thereto.

(2) MEMORANDUM OF INDENTURE:

Memorandum of Indenture between United of Omaha Life Insurance Company, as Certificateholder, Mutual of Omaha Plaza, Omaha, NE 68175, and Wilmington Trust Company, as Lessor, Rodney Square North, 110 North Market Street, Wilmington, DE 19890-0001, dated as of April 1, 1998, covering the obligations of the Debtor relating to new railroad rolling stock bearing the road numbers listed in the exhibit thereto.

(3) MEMORANDUM OF LEASE SUPPLEMENT NO. 1:

Memorandum of Lease Supplement No. 1 between Wilmington Trust Company, as Lessor, Rodney Square North, 110 North Market Street, Wilmington, DE 19890-001 and Ohio Power Company, as Lessee, c/o American Electric Power Service Corporation, 1 Riverside Plaza, Columbus, Ohio 43215, dated April 1, 1998, covering new railroad rolling stock bearing the road numbers listed in the exhibit thereto. Memorandum of Lease Supplement No. 1 is related to the Memorandum of

CHAPMAN AND CUTLER

Lease between the Lessor and the Lessee dated as of April 1, 1998, which is filed concurrently herewith.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3861).

Sincerely,

CHAPMAN AND CUTLER

By _____
Edward J. Pelican

DSG
Enclosure

Law Offices of
CHAPMAN AND CUTLER

EXHIBIT A

Description	Number of Cars	Marks	Car Numbers
Aluminum BethGon Coalporter Cars	132	AEPX	4841-4972, Inclusive

APR 1 '98 12-30PM

MEMORANDUM OF INDENTURE

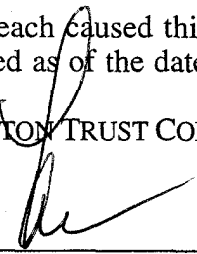
Memorandum of Indenture, made and entered into as of April 1, 1998 by and between Wilmington Trust Company, a Delaware banking corporation, as Lessor Trustee (the "*Lessor Trustee*") and United of Omaha Life Insurance Company, a Nebraska corporation, as Certificateholder (the "*Certificateholder*").

WITNESSETH:

The undersigned have entered into that certain Lessor Indenture (the "*Indenture*"), dated as of March 1, 1998, by which the Lessor Trustee has created a trust estate in certain railroad rolling stock bearing road numbers as listed on Exhibit A attached hereto for the benefit of the Certificateholder in order to secure the Lessor Trustee's performance of its obligations as described in the Indenture.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY

By 
 Name: **Patricia A. Evans**
 Title: **Financial Services Officer**

Executed on this 30 day of March, 1998.

UNITED OF OMAHA LIFE INSURANCE
 COMPANY

By _____
 Name:
 Title:

Executed on this ____ day of March, 1998.

MEMORANDUM OF INDENTURE

Memorandum of Indenture, made and entered into as of April 1, 1998 by and between Wilmington Trust Company, a Delaware banking corporation, as Lessor Trustee (the "*Lessor Trustee*") and United of Omaha Life Insurance Company, a Nebraska corporation, as Certificateholder (the "*Certificateholder*").

WITNESSETH:

The undersigned have entered into that certain Lessor Indenture (the "*Indenture*"), dated as of March 1, 1998, by which the Lessor Trustee has created a trust estate in certain railroad rolling stock bearing road numbers as listed on Exhibit A attached hereto for the benefit of the Certificateholder in order to secure the Lessor Trustee's performance of its obligations as described in the Indenture.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY

By _____
Name:
Title:

Executed on this ____ day of March, 1998.

UNITED OF OMAHA LIFE INSURANCE
COMPANY

By 
Name: EDWIN H. GARRISON JR.
Title: FIRST VICE PRESIDENT

Executed on this 30 day of March, 1998.

STATE OF Delaware)
)
COUNTY OF New Castle) SS.:

On this, the 30 day of March, 1998, before me, a Notary Public in and for said County and State, personally appeared Patricia A. Evans, who being by me duly sworn, says that (s)he is the President of WILMINGTON TRUST COMPANY, that said instrument was signed on March 30 1998 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: Patricia Pierce
Notary Public **PATRICIA PIERCE**
My Commission Expires: **NOTARY PUBLIC - DELAWARE**
Residing in My commission expires Aug. 22, 2000

STATE OF _____)
)
COUNTY OF _____) SS.:

On this, the _____ day of March, 1998, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of UNITED OF OMAHA LIFE INSURANCE COMPANY that said instrument was signed on March __, 1998 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of March, 1998, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on March __, 1998 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF NEBRASKA)
) SS.:
COUNTY OF DOUGLAS)

On this, the 30 day of March, 1998, before me, a Notary Public in and for said County and State, personally appeared Edwin A. Garrison, who being by me duly sworn, says that (s)he is the First Vice Pres. of UNITED OF OMAHA LIFE INSURANCE COMPANY that said instrument was signed on March 30, 1998 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: Beulah M. Heidvogel
Notary Public
My Commission Expires: March 7, 2000
Residing in Omaha, Nebraska

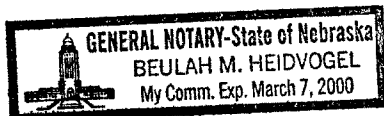


EXHIBIT A

<u>Description</u>	<u>Number of Cars</u>	<u>Marks</u>	<u>Car Numbers</u>
Aluminum BethGon Coalporter Cars	132	AEPX	4841-4972, Inclusive